

TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED
(Company Registration No.: 91120000103100784F)
(Incorporated in the People's Republic of China)

MANDATORY CONDITIONAL CASH OFFER BY DBS BANK LTD. AND BANK OF CHINA LIMITED, SINGAPORE BRANCH FOR AND ON BEHALF OF TIANJIN PHARMACEUTICAL (SINGAPORE) INTERNATIONAL INVESTMENT PTE. LTD. (THE "OFFEROR") TO ACQUIRE ALL THE ISSUED AND PAID-UP S SHARES IN THE CAPITAL OF TIANJIN ZHONG XIN PHARMACEUTICAL GROUP CORPORATION LIMITED (THE "COMPANY"), OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY JINHUSHEN BIOLOGICAL MEDICAL SCIENCE AND TECHNOLOGY CO., LTD (津沪深生物医药科技有限公司), THE OFFEROR AND TIANJIN PHARMACEUTICAL HOLDINGS CO., LTD. (天津市医药集团有限公司) ("TPH")

MANDATORY UNCONDITIONAL CASH OFFER BY JINHUSHEN BIOLOGICAL MEDICAL SCIENCE AND TECHNOLOGY CO., LTD (津沪深生物医药科技有限公司) (THE "PURCHASER") TO ACQUIRE ALL THE ISSUED AND PAID-UP A SHARES IN THE CAPITAL OF THE COMPANY, OTHER THAN THOSE WITH SELLING RESTRICTIONS AND THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE PURCHASER, THE OFFEROR AND TPH

— **CLOSE OF CHAIN OFFERS**

1. INTRODUCTION

The Board of Directors ("**Board**") of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the "**Company**") refers to:

- (a) the announcements dated 9 October 2018, 15 June 2020, 28 September 2020, 20 December 2020, 22 December 2020, 1 February 2021 and 26 March 2021 made by the Company in relation to a mixed-ownership reform proposed by the Company's controlling shareholder, Tianjin Pharmaceutical Holdings Co., Ltd. (天津市医药集团有限公司) ("**TPH**") in order to effectively implement the general planning of the Tianjin Municipal Committee of the Communist Party of China, Tianjin Municipal People's Government and State-owned Assets Supervision and Administration Commission of Tianjin Municipal People's Government on promoting the reform of state-owned enterprises;
- (b) the possible chain offers announcement dated 20 December 2020 (the "**Possible Chain Offers Announcement**") jointly made by DBS Bank Ltd. and Bank of China Limited, Singapore Branch (the "**Joint Singapore Financial Advisers**") for and on behalf of Tianjin Pharmaceutical (Singapore) International Investment Pte. Ltd. (the "**Offeror**") in relation to a possible mandatory conditional cash offer to acquire all the issued and paid-up shares in the capital of the Company (the "**Shares**") which are listed on the Official List of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**S Shares**"), other than those already owned, controlled or agreed to be acquired by Jinhushen Biological Medical Science and Technology Co., Ltd (津沪深生物医药科技有限公司) (the "**Purchaser**"), the Offeror and TPH (the "**S Shares Chain Offer**"), and a possible mandatory unconditional cash offer by the Purchaser to acquire all the Shares which are listed on the Shanghai Stock Exchange (the "**A Shares**"), other than those A Shares with selling restrictions and those A Shares already owned, controlled or agreed to be acquired by the Purchaser, the Offeror and TPH (the "**A Shares Chain Offer**", and collectively with the S Shares Chain Offer, the "**Chain Offers**");
- (c) the corresponding announcement made by the Company on 20 December 2020 in response to the Possible Chain Offers Announcement;

- (d) the announcement dated 30 December 2020 made by the Company in relation to the “no actual controller” statement;
- (e) the announcements dated 18 February 2021 and 19 March 2021 made by the Company in relation to update on the possible Chain Offers;
- (f) the formal offer announcement dated 26 March 2021 (the “**Formal Offer Announcement**”) jointly made by the Joint Singapore Financial Advisers, for and on behalf of the Offeror, in relation to the Chain Offers;
- (g) the offer document dated 26 March 2021 (the “**Offer Document**”) issued by the Joint Singapore Financial Advisers, for and on behalf of the Offeror, in respect of the Chain Offers;
- (h) the announcement dated 26 March 2021 made by the Company in relation to, *inter alia*, the Company’s response to the Formal Offer Announcement and appointment of independent financial advisers;
- (i) the announcement dated 9 April 2021 made by the Company in relation to electronic dispatch of Offeree Circulars;
- (j) the circular dated 9 April 2021 containing, *inter alia*, the advice of the independent financial adviser for the S Shares Chain Offer on the S Shares Chain Offer and the recommendation of the Non-Interested Directors in respect of the S Shares Chain Offer issued by the Company to the holders of the S Shares of the Company in respect of the S Shares Chain Offer; and
- (k) the announcement dated 30 April 2021 (the “**Offeror’s Close of Offer Announcement**”) jointly made by the Joint Singapore Financial Advisers, for and on behalf of the Offeror, in relation to, *inter alia*, the close of the Chain Offers.

Unless otherwise defined, all capitalised terms used and not defined herein shall bear the same meanings ascribed to them in the aforesaid announcements and documents.

2. CLOSE OF THE CHAIN OFFERS

The Board wishes to inform the S Shares Shareholders that on 30 April 2021, the Joint Singapore Financial Advisers announced, for and on behalf of the Offeror, that the S Shares Chain Offer has closed at 5.30 p.m. (Singapore time) on 29 April 2021. **Accordingly, the S Shares Chain Offer is no longer open for acceptance and any acceptances received after 5.30 p.m. (Singapore time) on 29 April 2021 will be rejected.**

A copy of the Offeror’s Close of Offer Announcement is available on the website of the SGX-ST at www.sgx.com.

Separately, the Board also wishes to inform the Shareholders of the Company that the A Shares Chain Offer has also closed on 29 April 2021. The Company has, on 29 April 2021, applied to the SSE and requested for a trading halt on the A Shares on the SSE on 30 April 2021 in accordance with the Listing Rules of the SSE (《上海证券交易所股票上市规则》). The trading of the A Shares on the SSE will resume once the results of the A Shares Chain Offer is released.

3. LAPSE OF THE S SHARES CHAIN OFFER

As stated in the Offeror’s Close of Offer Announcement, the S Shares Chain Offer is conditional upon the Offeror and the Purchaser having received, by the close of the Chain Offers, valid acceptances in respect of such number of Offer Shares, which when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert

with it before or during the Chain Offers, will result in the Offeror and persons acting in concert with it holding more than 50% of the total voting rights attributable to the maximum potential issued share capital (excluding any Shares held in treasury) of the Company as at 5.30 p.m. (Singapore time) on 29 April 2021 (the "**Minimum Acceptance Condition**").

As further stated in the Offeror's Close of Offer Announcement, based on the information set out in paragraph 3 in the Offeror's Close of Offer Announcement, the Minimum Acceptance Condition has not been fulfilled. As a result, the S Shares Chain Offer has not become unconditional in all respects as at 5.30 p.m. (Singapore time) on 29 April 2021, and has therefore lapsed.

4. RETURN OF ACCEPTANCES OF THE S SHARES CHAIN OFFER

As stated in the Offeror's Close of Offer Announcement, the relevant number of S Shares in respect of which a depositor has accepted the S Shares Chain Offer will be transferred to the "Free Balance" of his or her Securities Account as soon as possible, but in any event within 14 days from the lapse of the S Shares Chain Offer.

5. FINAL RESULTANT SHAREHOLDING OF THE OFFEROR AND ITS CONCERT PARTIES

As stated in the Offeror's Close of Offer Announcement, the total number of Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it, after returning the S Shares to the S Shares Shareholders who have accepted the S Shares Chain Offer, amount to an aggregate of 325,860,025 A Shares and 5,265,000 S Shares, representing approximately 42.801%¹ of the total number of Shares.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement (other than those relating to the Chain Offers, the Offeror, the Purchaser, and parties acting in concert or deemed to be acting in concert with the Offeror and/or the Purchaser) are fair and accurate, and there are no other material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept full responsibility accordingly.

Where any information in this announcement has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Possible Chain Offers Announcement, the Formal Offer Announcement, the Offer Document, the Offeror's Close of Offer Announcement and any other announcements made by or on behalf of the Offeror and/or the Purchaser), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

By Order of the Board

Jiao Yan
Secretary to the Board of Directors
30 April 2021

¹ Calculated based on a total of 773,643,076 Shares of the Company as at the date of the Offeror's Close of Offer Announcement.